

RECORDATION NO. 24556 FILED

AUG 13 '03

5-04 PM

FULBRIGHT & JAWORSKI L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP
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SURFACE TRANSPORTATION BOARD

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August 13, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Re: **WMATA 2003 Trust ICX A**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of Section 11301, title 49 of the United States Code are an original and copy of a (i) Short Form of Head Lease, (ii) Short Form of Sublease and (iii) Short Form of Equipment Mortgage and Pledge Agreement, each dated as of August 13, 2003. These are all primary documents as defined in the Board's Rules for the recordation of documents.

The names and addresses of the parties to the enclosed documents are:

Short Form of Head Lease

Lessor: Washington Metropolitan Area Transit Authority ("WMATA")
600 Fifth Street, N.W.
Washington, DC 20001

Lessee: WMATA 2003 Trust ICX A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Short Form of Sublease

Lessor: WMATA 2003 Trust ICX A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Lessee: WMATA
600 Fifth Street, N.W.
Washington, DC 20001

Short Form of Equipment Mortgage and Pledge Agreement

Mortgagor: WMATA
600 Fifth Street, N.W.
Washington, DC 20001

Mortgagee: WMATA 2003 Trust ICX A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

A description and the number of the Equipment covered by the above-listed Short Form Agreements is set forth on Exhibit A attached hereto.

Additionally, I have enclosed for recordation, an original and one copy of a (i) Short Form of Loan Agreement, dated as of August 13, 2003, which is a secondary document; and (ii) Short Form of Sublessor's Security Agreement, dated as of August 13, 2003, which is both a primary and a secondary document.

The names and addresses of the parties to the enclosed documents are:

Short Form of Loan Agreement

Assignor: WMATA 2003 Trust ICX A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Assignee: AIG-FP Funding (Cayman) Limited
c/o Maples & Calder
P.O. Box 309
Ugland House
South Church Street

Grand Cayman, Cayman Islands
British West Indies

Short Form of Sublessor's Security Agreement

Assignor: WMATA 2003 Trust ICX A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Assignee: WMATA
600 Fifth Street, N.W.
Washington, DC 20001

Please cross-reference the above two agreements under the names Washington Metropolitan Area Transit Authority and WMATA 2003 Trust ICX A. A check in the amount of \$150.00 is enclosed with respect to recordation of the above documents.

Please stamp and return original documents to Stanford G. Ladner of Fulbright & Jaworski L.L.P., 666 Fifth Avenue, New York, New York 10103.

Sincerely,

A handwritten signature in black ink, appearing to read "Marc D. Latman", with a stylized flourish at the end.

Marc D. Latman
for FULBRIGHT & JAWORSKI L.L.P.

EXHIBIT A

Equipment Description	Car Number
AAI/CAF Series 5000 Railcar	5020
AAI/CAF Series 5000 Railcar	5021
AAI/CAF Series 5000 Railcar	5030
AAI/CAF Series 5000 Railcar	5031
AAI/CAF Series 5000 Railcar	5048
AAI/CAF Series 5000 Railcar	5049
AAI/CAF Series 5000 Railcar	5050
AAI/CAF Series 5000 Railcar	5051
AAI/CAF Series 5000 Railcar	5054
AAI/CAF Series 5000 Railcar	5055
AAI/CAF Series 5000 Railcar	5056
AAI/CAF Series 5000 Railcar	5057
AAI/CAF Series 5000 Railcar	5058
AAI/CAF Series 5000 Railcar	5059
AAI/CAF Series 5000 Railcar	5062
AAI/CAF Series 5000 Railcar	5063
AAI/CAF Series 5000 Railcar	5068
AAI/CAF Series 5000 Railcar	5069
AAI/CAF Series 5000 Railcar	5074
AAI/CAF Series 5000 Railcar	5075
AAI/CAF Series 5000 Railcar	5076
AAI/CAF Series 5000 Railcar	5077
AAI/CAF Series 5000 Railcar	5084
AAI/CAF Series 5000 Railcar	5085
AAI/CAF Series 5000 Railcar	5086
AAI/CAF Series 5000 Railcar	5087
AAI/CAF Series 5000 Railcar	5088
AAI/CAF Series 5000 Railcar	5089
AAI/CAF Series 5000 Railcar	5090
AAI/CAF Series 5000 Railcar	5091
AAI/CAF Series 5000 Railcar	5092
AAI/CAF Series 5000 Railcar	5093
AAI/CAF Series 5000 Railcar	5102
AAI/CAF Series 5000 Railcar	5103
AAI/CAF Series 5000 Railcar	5104
AAI/CAF Series 5000 Railcar	5105
AAI/CAF Series 5000 Railcar	5106
AAI/CAF Series 5000 Railcar	5107
AAI/CAF Series 5000 Railcar	5108
AAI/CAF Series 5000 Railcar	5109
AAI/CAF Series 5000 Railcar	5110
AAI/CAF Series 5000 Railcar	5111
AAI/CAF Series 5000 Railcar	5112
AAI/CAF Series 5000 Railcar	5113
AAI/CAF Series 5000 Railcar	5114
AAI/CAF Series 5000 Railcar	5115
AAI/CAF Series 5000 Railcar	5116
AAI/CAF Series 5000 Railcar	5117

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

Stanford G. Ladner, Esq.
Fulbright & Jaworski L.L.P.
666 Fifth Avenue
New York, New York 10103

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SURFACE TRANSPORTATION BOARD

SHORT FORM OF SUBLESSOR'S SECURITY AGREEMENT

This Short Form of Sublessor's Security Agreement is made and dated as of the 13th day of August, 2003 (this "**Short Form**"), by and between **WMATA 2003 TRUST ICX A** (the "**Sublessor**"), a Delaware statutory trust, having an address in care of Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, and **WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY** (the "**Sublessee**"), a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia and having an address at 600 Fifth Street, NW, Washington D.C. 20001.

A. Pursuant to the Sublessor's Security Agreement (WMATA-ICX-A), dated as of the date hereof (the "**Sublessor's Security Agreement**"), between the Sublessor and the Sublessee, which by this reference is incorporated herein and made a part hereof as if set forth at length, the Sublessor desires to assign certain interests, including interests in that certain equipment set forth in Exhibit A hereto (the "**Equipment**"), as security for certain obligations of the Sublessor; and

B. The Sublessor and the Sublessee desire to record this Short Form with the U.S. Surface Transportation Board to give constructive notice of Sublessee's security interest;

NOW, THEREFORE, in consideration of the foregoing recitals, and for other good and allowable consideration, the receipt and sufficiency of which are hereby acknowledged, the Sublessor and Sublessee agree as follows:

1. **Property Subject to Sublessor's Security Agreement:** Pursuant to, and in accordance with, the Sublessor's Security Agreement, the Sublessor hereby grants, bargains, sells, assigns, transfers, conveys, mortgages, pledges and confirms to the Sublessee, and its successors and permitted assigns, a security interest in and lien upon all right, title and interest in, to and under the Sublessor Collateral as that term is defined in the Sublessor's Security Agreement.

2. **Conflict With Sublessor's Security Agreement:** In the event of any conflict between this Short Form and the Sublessor's Security Agreement, the terms, covenants and conditions of the Sublessor's Security Agreement shall control.

3. **Counterparts:** This Short Form may be executed in one or more counterparts, but there shall only be one original and all of which taken together shall constitute one and the same instrument. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart so that all signature pages are physically attached to the same instrument, which shall be the original of this Short Form.

[Intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, the Sublessor and the Sublessee have executed this Short Form of Sublessor's Security Agreement as of the date first above written.

SUBLESSOR:

WMATA 2003 TRUST ICX A

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 
Name **Kathleen A. Pedelini**
Title: **Financial Services Officer**

SUBLESSEE:

**WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY**

By: _____
Name:
Title:

IN WITNESS WHEREOF, the Sublessor and the Sublessee have executed this Short Form of Sublessor's Security Agreement as of the date first above written.

SUBLESSOR:

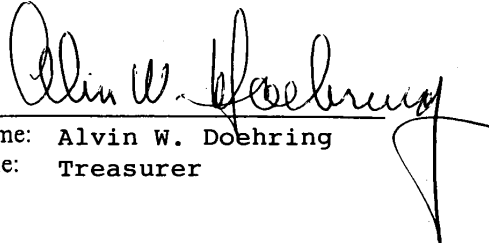
WMATA 2003 TRUST ICX A

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name
Title:

SUBLESSEE:

**WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY**

By: 
Name: Alvin W. Doebling
Title: Treasurer

ACKNOWLEDGMENT
PURSUANT TO 49 C.F.R. § 1177.3

I, Joann A. Rozell, certify that I am Financial Services Officer of
Wilmington Trust Company, the trustee of WMATA 2003 TRUST ICX A (the "Trustee"), a
Delaware statutory trust (the "Trust"), and that I acknowledge that the execution of the
foregoing instrument was the free act and deed of the Trust. I further declare under penalty of
perjury that the foregoing is true and correct.

Executed on August 13, 2003.

Name:

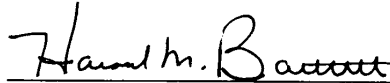
Title:


Joann A. Rozeli
Financial Services Officer

ACKNOWLEDGMENT
PURSUANT TO 49 C.F.R. § 1177.3

I, Harold M. Bartlett, certify that I am Secretary & Chief of Staff of Washington Metropolitan Area Transit Authority ("WMATA"), a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia, that the seal affixed to the foregoing instrument is the seal of WMATA, that the instrument was signed and sealed on behalf of WMATA by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of WMATA. I further declare under penalty of perjury that the foregoing is true and correct.

Executed on August 13, 2003.

A handwritten signature in cursive script, reading "Harold M. Bartlett", written over a horizontal line.

Name: Harold M. Bartlett

Title: Secretary & Chief of Staff